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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Mega.com Export & Import, Inc. (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

98 APR 21 PM 3:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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K. Rolfe APR 21 1998

Examiner's Initials	
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEGACOM EXPORT & IMPORT, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida .

**Article I.
Name**

The name of this Corporation shall be MEGACOM EXPORT & IMPORT., INC.

**Article II
Address of Corporation**

The mailing address and principal office location of Corporation shall be :
10317 SW 24th St #105
Miami, Florida 33165

**Article III
Nature of Business**

The general nature of the business and the activity to be transacted and carried on by this Corporation, is all deliveries related.

**Article IV
Stock**

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporations shall be as follows :

Designation of Class	Number of Shares	Per Value Per Share
Common Stock	1000	\$.10 Par Value

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

Article V
Incorporator

The name and street address of the Incorporator of this Corporation , is as follows :

Mr. Luis del Carmen Lezama
5527 West 27th Avenue
Miami, Florida 33016

Article VI
Term of Corporate Existence

This Corporation shall exist perpetually, unless dissolved according to law.

Article VII
Address of Registered Office and Registered Agent

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 513 NW 109TH Avenue #2, Miami, Fl 33172. The name of the initial registered agent of the Corporation at the above address shall be Jeannette Rodriguez. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

Article VIII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person , the exact number to be determined from time to time in accordance with the By -Laws.

Article IX

Initial Board of Directors

The names and street addresses of the member of the initial Board of Directors of this Corporation , who shall hold office until the first annual meeting of shareholders , and thereafter until his successors are elected, is as follows :

Mr. Luis del Carmen Lezama - President
5527 West 27th Avenue
Miami, Florida 33016

Yecenia Acosta Gil – Vice President
10317 SW 24 Street #105
Miami, fl 33165

Romulo Ernesto Vizla Flores-Secretary
10317 SW 24 Street #105
Miami, Fl 33165

Article X

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents , Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

Article XI
By -Laws

The Board of Directors shall adopt By-Laws for the Corporation . The by-laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the Bay-Laws.

Article XII
Indemnification of Directors and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened , pending or completed action, suit or proceeding to the fullest extent permitted by law.

Article XIII
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.


Article XIV
Amendment

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders.

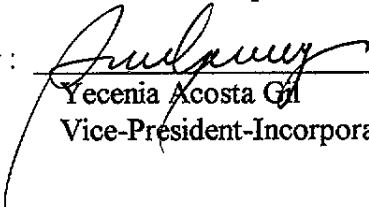
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted :

MEGACOM EXPORT & IMPORT, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 10317 SW 24 Street #105, Miami, Florida 33165, as its initial Registered Office and has named Yecenia Acosta Gil.


By: 

Luis del Carmen Lezama
President-Incorporator

By: 


Yecenia Acosta Gil
Vice-President-Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment , and agrees to comply with the provisions of Florida Section Section 48.091 relative to keeping open said office.

By: 

Jeannette Rodriguez
Registered Agent

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this _____ day of April, 1998.

 _____ (SEAL)
Luis del Carmen Lezama
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this Eleven day of April, 1998, by LUIS DEL CARMEN LEZAMA, who is personally know to me (YES) (NO) or who produced, Miami, Florida DL# L250 520 59 221-0 as identification and who (did) (did not) take an oath.

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